



Keith M. Lundin
U.S. Bankruptcy Judge

Dated: 09/09/10



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In Re:)	
)	
TENNESSEE TELEPHONE)	Chapter 11
SERVICE, LLC)	Case No. 310-08252
)	Judge Lundin
Debtor.)	
)	

**ORDER GRANTING MOTION TO TRANSFER CUSTOMERS PURSUANT TO 11
U.S.C. §363 FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES**

This matter came before the Court on August 31, 2010 for a hearing on the Motion for Authority to Sell or Transfer Customers Pursuant to 11 U.S.C. §363 Free and Clear of Liens, Claims, and Encumbrances and For Order Setting Hearing Date and Objection Deadline for Sale Motion (Docket No. 73), (the "Motion"); upon consideration of the Motion, the exhibits thereto, the Response in Opposition to the Motion filed by BellSouth Telecommunications, Inc. and its affiliates (collectively, "AT&T"), statements of counsel and proof offered at the hearing, and the entire record of this case,

IT IS HEREBY FOUND:

A. Pursuant to Federal Bankruptcy Rule 7052, the Court hereby incorporates and adopts the findings and conclusions stated orally at the hearing on August 31, 2010.

IT IS ORDERED, ADJUDGED AND DECREED:

1. The Motion is GRANTED.
2. The Debtor is authorized to transfer its existing customers to Birch Communications, Inc. or Comcast Corporation, to be determined by the exercise of the Debtor's business judgment, according to the terms detailed in the Motion or more favorable terms as might be negotiated by the Debtor. The Debtor's transfer of these customers shall be free and clear of all liens, claims and encumbrances pursuant to 11 U.S.C. § 363, and shall be completed no later than October 31, 2020.
3. The Debtor shall comply with all applicable non-bankruptcy law in connection with the transfer of its customers, including all applicable statutes, rules and regulations of the public regulatory commissions in each state in which the Debtor conducts business.
4. The Debtor and AT&T shall exercise good faith and cooperation in effecting the transfer of the Debtor's customers pursuant to this Order
5. ~~This Court retains jurisdiction to enforce the terms of this Order or to determine any disputes regarding this Order.~~

This order was signed and entered electronically as indicated at the top of the first page.

APPROVED FOR ENTRY BY:

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